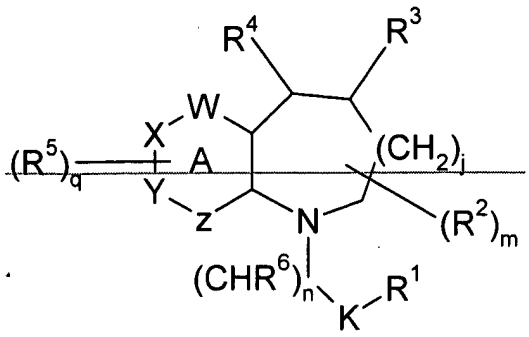
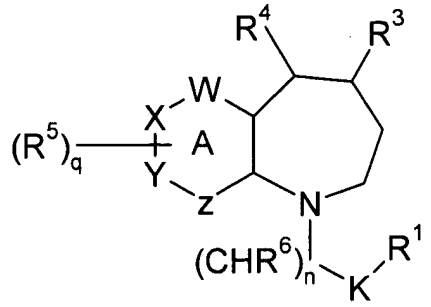
Amendments to the Claims

1. (currently amended) A compound of a formula below~~:~~





wherein

n is 0, 1, 2, or 3;

~~m is 0, 1, 2, 3, 4, 5 or 6;~~

~~j is 1 or 2;~~

q is 0, 1, or 2;

W, X, Y and Z are each independently CH, C, N, S, or O with appropriate single or double bonds and/or hydrogen atoms to complete valency requirements; providing

Ring A ~~is~~ as a five or six member ring, wherein one of W, X, Y or Z may be absent, selected from pyridine, thiophene, or pyrazole; ~~provided that ring A is not phenyl;~~

K is a bond, or C=O; ~~or S(O)$_p$;~~

p is 0, 1 or 2;

R^1 is selected from a group consisting of hydroxy, hydrogen, C_1-C_6 alkyl, ~~C_2-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 alkylheterocyclic,~~ C_3-C_8 cycloalkyl, ~~C_1-C_6 alkylcycloalkyl; C_1-C_6 alkylaryl,~~ aryl, ~~heterocyclyl,~~ C_2-C_6 alkylalcohol, -OC_1-C_6 alkyl, -O-aryl, ~~-OC_2-C_6 alkenyl, -OC_1-C_6 haloalkyl, -OC_1-C_6 alkylheterocyclic,~~ -OC_3-C_8 cycloalkyl, and ~~-OC_1-C_6 alkylcycloalkyl, -NR^7R^8, -OC_1-C_6 alkylaryl, -O-heterocyclic, -OC_1-C_6alkylCO_2R^{11}, -OC_2-C_6alkylalcohol, -OC_1-C_6alkylNR^7R^8, -OC_2-C_6 alkylcyano, $CONR^{11}R^{12}$, $NR^{11}SO_2R^{12}$, $NR^{11}COR^{12}$, C_0-C_5-alkyl$NR^{11}R^{12}$,~~

~~C_1-C_3 alkylCOR^{11}, C_0-C_6 alkylCOOR^{11}and; provided that R^4 is not hydroxy when K is $S(O)_p$, CO, and/or when n and K are both zero; and~~ wherein each cycloalkyl, and aryl ~~or heterocyclic group~~ is optionally substituted with ~~1 to 3 groups independently selected from oxo, hydroxy, halo, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alkoxy, C_1-C_6 haloalkyl, C_1-C_6 alkylalcohol, OC_2-C_6alkylalcohol, C_1-C_6 haloalkoxy, $CONR^{11}R^{12}$, $NR^{11}SO_2R^{12}$, $NR^{11}COR^{12}$, C_0-C_3 alkyl$NR^{11}R^{12}$, C_1-C_3 alkylCOR^{11}, C_0-C_6 alkylCOOR^{11}, C_0-C_6 alkylcyano, OC_2-C_6alkylcyano, C_1-C_6 alkylcycloalkyl, phenyl, OC_1-C_6 alkylcycloalkyl, OC_1-C_6 alkylaryl, OC_1-C_6 alkylheterocyclic, and C_1-C_6 alkylaryl;~~

~~R^2 is independently selected from the group consisting of hydrogen, halo, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 haloalkyl, OC_1-C_6 haloalkyl, OC_1-C_6 alkyl, C_1-C_6 alkylaryl, aryl, C_0-C_6 alkylNR^7R^8, heteroaryl, heterocyclyl, C_3-C_8 cycloalkyl, C_1-C_6 alkylcycloalkyl and C_1-C_6 alkylheterocyclyl; wherein each cycloalkyl, aryl, or heterocyclic is optionally substituted with 1 to 3 groups independently selected from oxo, hydroxy, halo, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alcohol, C_1-C_6 alkoxy, C_1-C_6 haloalkyl, C_1-C_6 haloalkoxy, $CONR^{11}R^{12}$, $NR^{11}SO_2R^{12}$, $NR^{11}COR^{12}$, C_0-C_3 alkyl$NR^{11}R^{12}$, C_1-C_3 alkylCOR^{11}, C_0-C_6 alkylCOOR^{11}, cyano, and phenyl, and wherein two R^2 groups may combine to form a 3,4 or 5 member spirocycle, or a five or six member optionally substituted fused carbocyclic or heterocyclic ring;~~

R^3 is hydrogen, or C_1-C_6 alkyl; ~~aryl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alkylaryl, C_1-C_6 alkylheterocyclic, C_3-C_8 cycloalkyl, or C_1-C_6 alkylcycloalkyl;~~

R^4 is a group represented by the formula $-NR^9R^{10}$;

R^5 is selected from the group consisting of hydrogen, halogen, hydroxy, C_1-C_6 alkyl, ~~C_2-C_6 alkenyl, C_2-C_6 alkynyl,~~ OC_1-C_6 alkyl, C_1-C_6 haloalkyl, ~~C_3-C_8 cycloalkyl, C_1-C_6 alkylcycloalkyl, C_1-C_6 alkylaryl, C_1-C_6 alkylheterocyclic, aryl, C_1-C_6 alkylaryl, heteroaryl, -O-aryl, OC_2-C_6 alkenyl, OC_1-C_6 haloalkyl,~~ NR^7R^8, and ~~CN; OC_1-C_6 alkylaryl; and wherein when q is 1, 2 or 3, two adjacent R^5 groups may combine to form a fused 5 or 6 member optionally substituted carbocyclic or heterocyclic ring;~~

~~R^6 is independently selected from the group consisting of hydrogen, C_1-C_6 alkyl, C_2-C_6 alkenyl, hydroxy, C_1-C_6 alkyl, C_2-C_6 alkenyl, OC_1-C_6 alkyl, O-aryl, OC_2-C_6 alkenyl, C_1-C_6 haloalkyl, OC_1-C_6 haloalkyl, C_1-C_6 alkylNR^7R^8, C_3-C_8 cycloalkyl, and C_1-C_6 alkylcycloalkyl;~~

R^7 and R^8 are independently selected: ~~from the group consisting of~~ hydrogen, or C_1-C_6 alkyl, ~~C_2-C_6 alkenyl, C_3-C_8 cycloalkyl, C_1-C_6 alkylcycloalkyl, C_1-C_6 alkylheterocyclic, heterocyclic, aryl, C_1-C_6 alkylaryl, hydroxy, oxo, COOH, $C(O)OC_1$-C_4 alkyl, C_2-C_6 alkynyl, C_1-C_6 alkoxy, C_1-C_6 haloalkyl, C_1-C_6 alkylalcohol, C_1-C_6 alkylamine, C_2-C_6 alkenylaryl, C_2-C_6 alkynylaryl, C_1-C_6 alkyl-O-C_1-C_6 alkylaryl, C_1-C_6 alkyl-NR^{11}-C_1-C_6 alkylaryl, C_1-C_6 alkylcyano,~~

~~C_1-C_6-alkylCONR^{7}R^8, C_1-C_6-alkylNR^{7}R^8, C_1-C_6alkylNR^{11}COR^{12} wherein each alkyl, cycloalkyl, heterocyclic, or aryl group is optionally substituted with 1-3 groups independently selected from hydroxy, oxo, amino, halogen, C_1-C_6-alkylcycloalkyl, C_3-C_8-cycloalkyl, C_1-C_6-alkylheterocyclic, C_1-C_6-haloalkyl, COOH, C(O)OC_1-C_4-alkyl, C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, C_1-C_6-alkoxy, C_1-C_6-alkylalcohol, and C_1-C_6-alkylamine and NR^{11}R^{12}; or R^7 and R^8 combine to form a nitrogen containing heterocyclic ring which may have 0, 1, or 2 additional hetero-atoms selected from oxygen, nitrogen or sulfur and may be optionally substituted with oxo, or C_1-C_6-alkyl;~~

R^9 is selected from: ~~the group C_1-C_6-alkyl, C_2-C_6-alkenyl, C_3-C_8-cycloalkyl, C_1-C_6-alkylcycloalkyl, aryl, heterocyclic, C_1-C_6-alkylheterocyclic,~~ COR^7, CO_2R^7, C_0-C_3 alkylCONR^{7}R^8, C_0-C_3 alkylS(O)$_p$NR^{7}R^8, or C_0-C_3 alkylS(O)$_p$R^7, or tetrazole optionally substitute with one or two C_1-C_6 alkyl groups; ~~wherein R^7 is as defined above, and wherein each alkyl, cycloalkyl, aryl, and heterocyclic is optionally substituted with one to two groups independently selected from halo, hydroxy, oxo, COOH, C(O)OC_1-C_4-alkyl, C_1-C_6-haloalkyl, C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, C_1-C_6-alkoxy, C_1-C_6-alkylalcohol, C_1-C_6-alkylamine, C_1-C_6-alkylaryl, C_2-C_6-alkenylaryl, C_2-C_6-alkynylaryl, C_1-C_6-alkylheterocyclic, NR^{7}R^8, C_3-C_8-cycloalkyl, C_1-C_6-alkylcycloalkyl, C_1-C_6-alkyl-O-C_1-C_6-alkylaryl, C_1-C_6-alkyl-NR^7-C_1-C_6-alkylaryl, C_1-C_6-alkylcyano, C_1-C_6 alkylCONR^{7}R^8, C_1-C_6-alkylNR^{7}R^8, C_1-C_6-alkylCO$_2$R^{11}, C_1-C_6alkylNR^{11}COR^{12}, and aryl, wherein each cycloalkyl or aryl group is optionally substituted with halo, hydroxy, oxo, amino, COOH, C(O)OC_1-C_4-alkyl, C_1-C_6-haloalkyl, C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, C_1-C_6-alkoxy, C_1-C_6-alkylalcohol, and C_1-C_6-alkylamine;~~

R^{10} is ~~selected from the group consisting of aryl,~~ C_1-C_6 alkylaryl, ~~C_2-C_6-alkenylaryl, C_2-C_6-alkynylaryl, C_1-C_6-haloalkylaryl, C_1-C_6-alkylheterocyclic, C_2-C_6-alkenylheterocyclic, C_1-C_6-alkylcycloalkyl, C_3-C_8-cycloalkyl, C_1-C_6-alkyl-O-C_1-C_6-alkylaryl, and wherein each cycloalkyl, aryl, or heterocyclic group is~~ optionally substituted with 1-3 groups independently selected from ~~the group consisting of hydroxy, oxo, -SC_1-C_6-alkyl,~~ C_1-C_6 alkyl, ~~C_1-C_6-alkenyl, C_1-C_6-alkynyl,~~ C_1-C_6 haloalkyl, halogen, ~~C_1-C_6-alkoxy, aryloxy, C_1-C_6-alkenyloxy, C_1-C_6-haloalkoxyalkyl, C_0-C_6 alkylNR^{11}R^{12}, -OC_1-C_6-alkylaryl, nitro,~~ or cyano; ~~-OC_1-C_6-haloalkyl, C_1-C_6-haloalkylalcohol, and C_1-C_6-alkylalcohol;~~

R^{11} is ~~and R^{12} are independently selected from the group consisting of~~ hydrogen; or C_1-C_6 alkyl; ~~C_1-C_6-alkenyl, C_3-C_8-cycloalkyl, heterocyclic, aryl, and C_1-C_6-alkylaryl, wherein each aryl group is optionally substituted with 1-3 groups independently selected from halogen, C_1-C_6 alkylheterocyclic, and C_1-C_6-haloalkyl, or R^{11} and R^{12} combine to form a nitrogen containing heterocyclic ring which may have 0, 1, or 2 additional heteroatoms selected from oxygen.~~

~~nitrogen or sulfur and is optionally substituted with oxo, or C_1-C_6-alkyl;~~ or a pharmaceutically acceptable salt thereof, ~~enantiomer, racemate, diastereomer or mixture of diastereomers thereof.~~

2. (currently amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, ~~enantiomer, racemate, diastereomer, or mixture of diastereomers~~ thereof, wherein n is 0, and ~~K is C=O,~~ wherein R^1 is selected from ~~a group consisting of hydroxy, hydrogen,~~ -C_1-C_6 alkyl, ~~C_0-C_6-alkylcycloalkyl, C_0-C_6-alkylheterocyclic, C_1-C_6-haloalkyl, OC_1-C_6-alkoxy, C_1-C_6-alkylaryl,~~ -OC_1-C_6 alkyl, ~~OC_3-C_8-cycloalkyl, OC_1-C_6-alkylcycloalkyl, OC_1-C_6-alkylcycloalkylNR^{7}R^8, C_1-C_6-alkoxy, OC_0-C_6-alkylaryl, OC_1-C_6-haloalkyl, OC_1-C_6-alkylcyano, OC_1-C_6-alkylCO$_2$R^{11}, OC_1-C_6-alkylhydroxy, OC_3-C_8-cycloalkylCO$_2$R^{11}, OC_1-C_6-alkylNR^{7}R^8 and OC_1-C_6-alkylheterocyclic and wherein each cycloalkyl, aryl, or heterocyclic is optionally substituted with 1 or 2 groups selected from halogen, C_0-C_3-alkylalcohol, C_0-C_3-alkylamine, C_0-C_3-alkylCOOH, $CONH_2$, C_0-C_3-alkylcyano, and $C(O)OC_1$-C_3-alkyl.~~

3. (currently amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, ~~enantiomer, racemate, diastereomer, or mixture of diastereomers~~ thereof, wherein ~~R^4 is NR^{9}R^{10} and~~ R^9 is tetrazole ~~a heterocyclic group~~ optionally substituted with one or two ~~groups independently selected from hydroxy, halo, amino, C(O)OC$_1$-C$_4$-alkyl, C_1-C_6-haloalkyl,~~ C_1-C_6 alkyl groups, ~~C_2-C_6-alkenyl, C_2-C_6-alkynyl, C_1-C_6-alkoxy, C_1-C_6-alkylalcohol, C_1-C_6-alkylamine, C_3-C_8-cycloalkyl, C_1-C_6-alkylCONR^{7}R^8, C_1-C_6-alkylcyano, C_1-C_6-alkylCO$_2$R^{11}, C_1-C_6-alkylNR^{7}R^8 and C_1-C_6-alkylcycloalkyl,~~

4. (canceled)

5. (currently amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, ~~enantiomer, racemate, diastereomer, or mixture of diastereomers~~ thereof, wherein n, ~~m,~~ and q are independently 0, or 1.

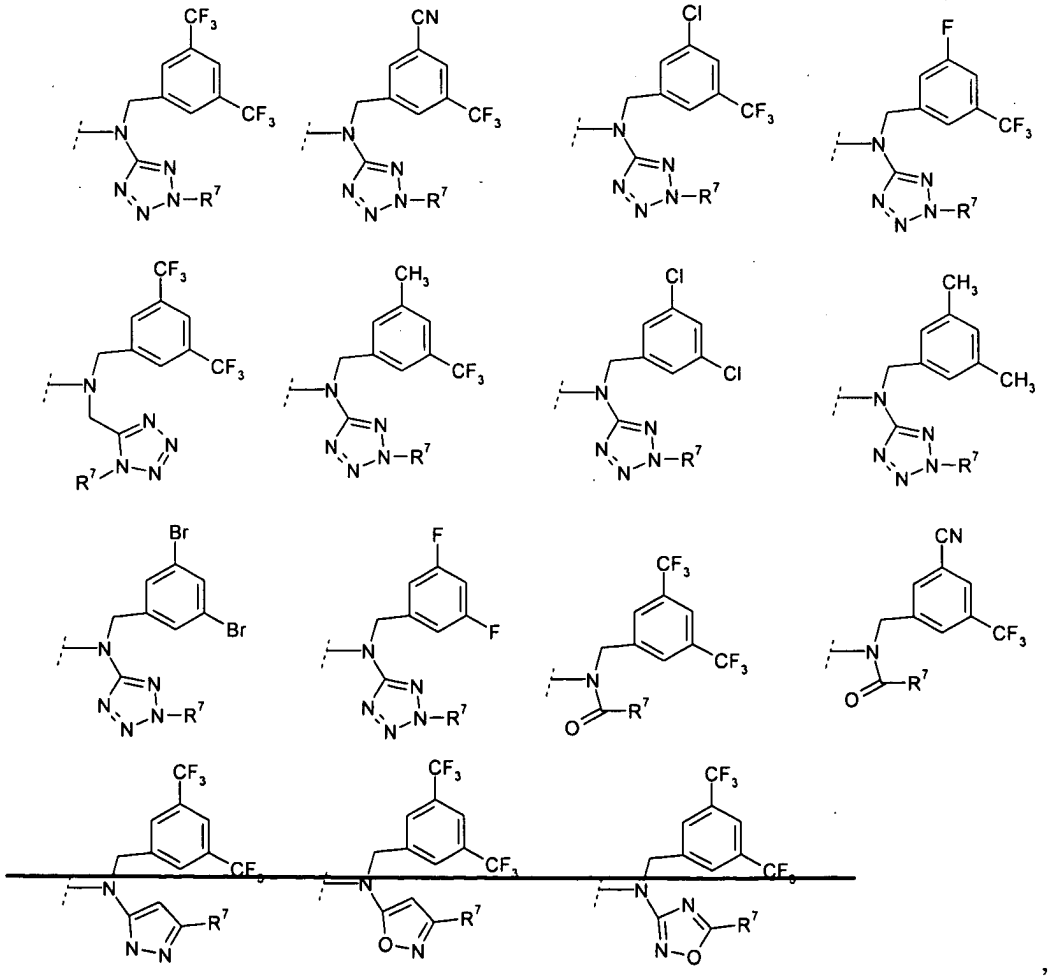
6. (currently amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, ~~enantiomer, racemate, diastereomer, or mixture of diastereomers~~ thereof, wherein the A ring is ~~selected from the group consisting of~~ pyridine or, ~~pyrazine,~~ thiophene, ~~pyrazole isoxazole, oxazole, and thiazole~~.

7. (currently amended) A compound according to Claim 1, or a pharmaceutically acceptable salt~~, enantiomer, racemate, diastereomer, or mixture of diastereomers~~ thereof, wherein the A ring is pyridine.

8. (currently amended) A compound according to Claim 1, or a pharmaceutically acceptable salt~~, enantiomer, racemate, diastereomer, or mixture of diastereomers~~ thereof, wherein the A ring is thiophene.

9. (canceled)

10. (currently amended) A compound according to Claim 1, or a pharmaceutically acceptable salt~~, enantiomer, racemate, diastereomer, or mixture of diastereomers~~ thereof, wherein ~~R^3 is hydrogen~~ and R^4 is ~~NR^9R^{10}~~ selected from the group consisting of:



wherein R^7 is ~~independently selected from the group consisting of~~ C_1-C_6 alkyl, ~~C_2-C_6 alkenyl, C_3-C_8 cycloalkyl, C_1-C_6 alkylcycloalkyl, C_1-C_6 alkyheterocyclic, heterocyclic, aryl, C_1-C_6 alkylaryl, O-C_1-C_3 alkyl, C_1-C_3 haloalkyl, wherein each cycloalkyl, heterocyclic or aryl group is optionally substituted with a group selected from hydroxy, C_1-C_3 alkyl, C_1-C_3 alkylalcohol, C_1-C_3 alkylNH$_2$, C_1-C_3 haloalkyl, C_1-C_6 alkoxy, C_1-C_3alkylamine, and C_1-C_3 alkylcycloalkyl.~~

11. (currently amended) A compound according to Claim 1, or a pharmaceutically acceptable salt~~, enantiomer, racemate, diastereomer, or mixture of diastereomers~~ thereof, wherein ~~R^4 is NR^9R^{10} and~~ R^9 is $COOR^7$.

12. (currently amended) A compound according to Claim 1, or a pharmaceutically acceptable salt~~, enantiomer, racemate, diastereomer, or mixture of diastereomers~~ thereof, wherein ~~R^4 is NR^9R^{10} and~~ R^9 is $CONR^7R^8$.

13. (currently amended) A compound according to Claim 1, or a pharmaceutically acceptable salt~~, enantiomer, racemate, diastereomer, or mixture of diastereomers~~ thereof, wherein ~~R^4 is NR^9R^{10} and~~ R^9 is $S(O)_2NR^7R^8$.

14. (currently amended) A compound ~~according to claim 1~~ selected from the group consisting of:

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2,3,4,5-tetrahydro-thieno[3,4-b]azepine-1-carboxylic acid isopropyl ester,

8-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-3-methyl-5,6,7,8-tetrahydro-thieno[3,2-b]azepine-4-carboxylic acid isopropyl ester

8-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-bromo-5,6,7,8-tetrahydro-thieno[3,2-b]azepine-4-carboxylic acid isopropyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-5,6,7,8-tetrahydro-pyrido[2,3-b]azepine-9-carboxylic acid isopropyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2,3,4,5-tetrahydro-pyrido[3,4-b]azepine-1-carboxylic acid isopropyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2,3,4,5-tetrahydro-pyrido[4,3-b]azepine-1-carboxylic acid isopropyl ester,

9-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-6,7,8,9-tetrahydro-pyrido[3,2-b]azepine-5-carboxylic acid isopropyl ester,

9-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepine-5-carboxylic acid isopropyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2,3,4,5-tetrahydro-thieno[3,4-b]azepine-1-carboxylic acid isopropyl ester,
8-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-3-methyl-5,6,7,8-tetrahydro-thieno[3,2-b]azepine-4-carboxylic acid isopropyl ester,
4-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-1-methyl-4,5,6,7-tetrahydro-1H-1,2,8-triaza-azulene-8-carboxylic acid isopropyl ester,
9-[acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-2-chloro–6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,
9-[acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-2-methoxy–6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,
9-[acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-2-bromo-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-2-dimethylamino-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-2-methyl-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-2-cyano-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-3-chloro-2-methoxy-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-3-chloro-2-ethoxy-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid *tert*-butyl ester,
9-[(3,5-Bis-trifluoromethyl-benzyl)-2-methyl-2*H*-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,
9-[(3,5-Bis-trifluoromethyl-benzyl)-2-methyl-2*H*-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid *tert*-butyl ester,

(3,5-Bis-trifluoromethyl-benzyl)-(5-cyclopentylmethyl-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-(2-methyl-2H-tetrazol-5-yl)-amine,
(3,5-Bis-trifluoromethyl-benzyl)-(5-cyclopropylmethyl-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-(2-methyl-2H-tetrazol-5-yl)-amine,
(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-5-pyridin-3-ylmethyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-(2-methyl-2H-tetrazol-5-yl)-amine,
(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-5-pyridin-4-ylmethyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-(2-methyl-2H-tetrazol-5-yl)-amine,
3-{9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepin-5-ylmethyl}-benzoic acid,
4-{9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepin-5-ylmethyl}-benzoic acid,
5-{9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepin-5-yl}-3,3-dimethyl-pentanoic acid,
(4-{9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepin-5-ylmethyl}-cyclohexyl)-acetic acid,
(3,5-Bis-trifluoromethyl-benzyl)-(5-ethyl-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-(2-methyl-2H-tetrazol-5-yl)-amine,
5-{9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepin-5-ylmethyl}-thiophene-2-carboxylic acid,
2-{9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepin-5-yl}-ethanol,
(5-Benzyl-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-(3,5-bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amine,
(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-(2-methyl-5-thiazol-2-ylmethyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-amine,
9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepine-5-carboxylic acid tetrahydro-furan-3-yl ester,
(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-5-pyridin-4-ylmethyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-carbamic acid methyl ester,
N-(3,5-Bis-trifluoromethyl-benzyl)-N-(2-methyl-5-pyridin-4-ylmethyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-acetamide
or a pharmaceutically acceptable salt~~, enantiomer or diastereomer or mixture~~ thereof.

15-16. (canceled)

17. (currently amended) A method of treating atherosclerosis comprising administering a compound of formula I according to claim 1, or a pharmaceutically acceptable salt~~, enantiomer, racemate, diastereomer, or mixture of diastereomers~~ thereof to a patient.

18-20. (canceled)

21. (currently amended) A pharmaceutical composition comprising a compound according to Claim 1, or a pharmaceutically acceptable salt~~, enantiomer, racemate, diastereomer, or mixture of diastereomers~~ thereof, and at least one of a carrier, diluent and excipient.

22-23. (canceled)

24. (currently amended) A method of treating cardiovascular diseases comprising administering a compound of formula I according to claim 1, or a pharmaceutically acceptable salt~~, enantiomer, racemate, diastereomer, or mixture of diastereomers~~ thereof to a patient.

25. (currently amended) A method according to claim 24 wherein said treating cardiovascular disease comprises treating dyslipidemia.

26. (previously presented) A method according to claim 24 comprising increasing plasma HDL-cholesterol in said patient.

27. (previously presented) A method according to claim 24 comprising raising the ratio of plasma HDL-cholesterol to plasma LDL-cholesterol in said patient.

28. (previously presented) A method according to claim 24 comprising decreasing plasma LDL-cholesterol in said patient.

29. (currently amended) A method of raising plasma HDL-cholesterol in a mammal comprising administering a therapeutically effective dose of a compound according to claim 1, or

a pharmaceutically acceptable salt~~, enantiomer, racemate, diastereomer, or mixture of diastereomers~~ thereof to said mammal.

30. (previously presented) A pharmaceutical composition of claim 21 comprising one or more cardio protective agents selected from the group consisting of: statins, leptin, and lipid regulating agents.